

FEDERAL COMMUNICATIONS COMMISSION

CLASS OF STATION TV

MEH

The following application is submitted for action by the Chief, Broadcast Bureau.

ST	FILE NUMBER	CALL	APPLICANT AND LOCATION	NATURE OF APPLICATION
FL	BPCT -911227KE N/M	NEW CHAN-45	GLENDAL E BROADCASTING COMPANY MIAMI FL	*PROPOSED THE EXISTING FACILITIES OF STATION WHFT-TV APPLICATION FILED AGAINST RENEWAL WHFT-TV. CHANNEL 45 MIAMI, FLORIDA

LICENSE EXPIRATION DATE _____

CHIEF, LICENSE DIVISION

RECOMMENDATION: GRANT() CONSTRUCTION DATES, START _____ END _____
 CONTESTED () UNCONTESTED ()

APPROVED _____

FOR CHIEF, BROADCAST BUREAU

F.C.C.-WASHINGTON, D.C.

Report No. 15170 / January 8, 1992

Approved by OMB
- 3060-0440
Expires 2/28/93

FEDERAL COMMUNICATIONS COMMISSION
FEE PROCESSING FORM

FOR
FCC
USF
ONL

FCC/MELLON DEC 27 1991

12-30-91 8165739 004

Please read instructions on back of this form before completing it. Section I MUST be completed. If you are applying for concurrent actions which require you to list more than one Fee Type Code, you must also complete Section II. This form must accompany all payments. Only one Fee Processing Form may be submitted per application or filing. Please type or print legibly. All required blocks must be completed or application/filing will be returned without action.

SECTION I

ORIGINAL

APPLICANT NAME (Last, first, middle initial)

Glendale Broadcasting Company

MAILING ADDRESS (Line 1) (Maximum 85 characters - refer to Instruction (2) on reverse of form)

c/o Cohen and Berfield, P.C.

MAILING ADDRESS (Line 2) (if required) (Maximum 85 characters)

1129 20th Street, N.W., Suite 507

CITY

Washington

STATE OR COUNTRY (if foreign address)

D.C.

ZIP CODE

20036

CALL SIGN OR OTHER FCC IDENTIFIER (if applicable)

NEW TV

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in FCC Fee Filing Guides. Enter in Column (B) the Fee Multiple, if applicable. Enter in Column (C) the result obtained from multiplying the value of the Fee Type Code in Column (A) by the number entered in Column (B), if any.

	(A) FEE TYPE CODE	(B) FEE MULTIPLE (if required)	(C) FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	FOR FCC USE ONLY									
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		0	1										
\$ 2,535													

SECTION II

— To be used only when you are requesting concurrent actions which result in a requirement to list more than one Fee Type Code.

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ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (5), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE.				<table border="1"><tr><td>TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING</td></tr><tr><td>\$ 2,535</td></tr></table>	TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING	\$ 2,535	<table border="1"><tr><td>FOR FCC USE ONLY</td></tr><tr><td>2535.00</td></tr></table>	FOR FCC USE ONLY	2535.00				
TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING													
\$ 2,535													
FOR FCC USE ONLY													
2535.00													

INSTRUCTIONS FOR COMPLETING FEE PROCESSING FORM, FCC FORM 155, March 1991

- (1) **"Applicant Name"** - Enter the name (last, first, middle initial) of the applicant as it appears on the original application or filing being submitted with this Fee Processing Form. If company, enter name which is used commercially.
- (2) **"Mailing Address (Line 1)"** - Enter the street address or post office box number to which the applicant wishes correspondence sent.
- (3) **"Mailing Address (Line 2)"** - This line may be used for further identification of the address if additional space is required.
- (4) **"City"** - Enter the name of the city associated with the given street address.
- (5) **"State or Country"** - Enter the appropriate two-digit state abbreviation as prescribed by the U.S. Postal Service. If address is foreign, enter the appropriate country name here.
- (6) **"ZIP Code"** - Enter the appropriate five or nine-digit ZIP code prescribed by the U.S. Postal Service.
- (7) **"Call Sign or Other FCC Identifier"** - Enter an applicable call sign or unique FCC identifier, if any, as shown on your attached application or filing. If applying for a service affecting more than one call sign, enter one call sign only.
- (8) **Column (A), "Fee Type Code"** - Enter correct Fee Type Code(s) from the appropriate Fee Filing Guide. Only one Fee Processing Form may be submitted per application or filing. Inaccurate or erroneous Fee Type Codes may result in your application or filing being returned to you without further processing.
- (9) **Column (B), "Fee Multiple"** - Certain applications and filings may request action with respect to more than one station, license, frequency, or party and can be submitted together with one check if they meet specific conditions. This column is used only if a multiple, i.e., two or more, is being applied for. Examples of when this would be used are renewing more than one call sign, frequency, station, or the transfer of control of more than one station. Refer to the appropriate Fee Filing Guide for additional information.
- (10) **Column (C), "Fee Due For Fee Type Code in Column (A)"** - Enter in this block the amount of the fee associated with the Fee Type Code shown in Column (A) (times (x) the fee multiple, if required).
- (11) **"Total Amount Remitted With This Application or Filing"** - Enter the total of lines (1) through (5) of Column (C). This amount should equal the amount of your check or money order. We will not accept multiple checks.

HOW TO SUBMIT APPLICATIONS AND FILINGS

o Each application or filing should be assembled with the Fee Processing Form, FCC Form 155, stapled to the top of the application with the check placed on top of the Fee Processing Form. DO NOT STAPLE THE CHECK TO THE APPLICATION OR FEE PROCESSING FORM, FCC FORM 155. Required copies of applications should be clearly identified as "duplicate copy" and placed behind the original package. **"Stamp and receipt" copies should be placed on top of the original package and CLEARLY identified as return copies.** Extraneous material and extra copies should be avoided at all times. Failure to follow these instructions will delay the processing of your submission.

o Completed applications or filings should be mailed to the proper address shown in the Fee Filing Guide for the particular service for which you are applying or making a filing. All applications and filings must be properly addressed to the appropriate P.O. box number.

ORIGINAL

LAW OFFICES

COHEN AND BERFIELD, P.C.

BOARD OF TRADE BUILDING

1129 20TH STREET, N.W.

WASHINGTON, D.C. 20036

(202) 466-8565

LEWIS I. COHEN
MORTON L. BERFIELD
ROY W. BOYCE
JOHN J. SCHAUBLE*

TELECOPIER
(202) 785-0934

*VIRGINIA BAR ONLY

December 27, 1991

Federal Communications Commission
Mass Media Services
P.O. Box 358165
Pittsburgh, PA 15251-5165

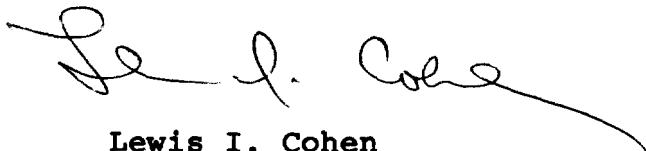
Dear Sir/Madam:

On behalf of Glendale Broadcasting Company, we are submitting an original and two copies of an application for a construction permit for a new commercial television station on Channel 45 at Miami, Florida. The tendered application is timely filed pursuant to Section 73.3516(e) of the Commission's rules and is mutually exclusive with the pending renewal application of WHFT, Miami, Florida.

A check for \$2,535 is enclosed as payment of the hearing fee, along with FCC Form 155.

Should there be any questions, kindly communicate directly with this office.

Respectfully submitted,



Lewis I. Cohen

Enclosures

APPLICATION FOR CONSTRUCTION PERMIT FOR COMMERCIAL BROADCAST STATION

For COMMISSION Fee Use Only	FEE NO:	For APPLICANT Fee Use Only Is a fee submitted with this application? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If fee exempt (see 47 C.F.R. Section 1.1112), indicate reason therefor (check one box): <input type="checkbox"/> Noncommercial educational licensee <input type="checkbox"/> Governmental entity
	FEE TYPE:	
	FEE AMT:	
	ID SEQ:	FOR COMMISSION USE ONLY FILE NO. <u>BPCT-911227KE</u>

Section I - GENERAL INFORMATION

1. Name of Applicant GLENDAL BROADCASTING COMPANY			Send notices and communications to the following person at the address below: *		
			Name George F. Gardner		
Street Address or P.O. Box P.O. Box 38			Street Address or P.O. Box P.O. Box 38		
City Carlisle	State PA	ZIP Code 17013	City Carlisle	State PA	ZIP Code 17013
Telephone No. (include Area Code) (717) 245-2723			Telephone No. (include Area Code) (717) 245-2723		

2. This application is for: ☐ AM ☐ FM ☒ TV

(a) Channel No. or Frequency 45	(b) Principal Community	City Miami	State FL
-------------------------------------------	-------------------------	----------------------	--------------------

(c) Check one of the following boxes

☒ Application for NEW station

☐ MAJOR change in licensed facilities; call sign: _____

☐ MINOR change in licensed facilities; call sign: _____

☐ MAJOR modification of construction permit; call sign: _____

File No. of construction permit: _____

☐ MINOR modification of construction permit; call sign: _____

File No. of construction permit: _____

☐ AMENDMENT to pending application; Application file number: _____

NOTE: It is not necessary to use this form to amend a previously filed application. Should you do so, however, please submit only Section I and those other portions of the form that contain the amended information.

3. Is this application mutually exclusive with a renewal application? ☒ Yes ☐ No

If Yes, state:

Call letters WHFT	Community of License City Miami State FL
-----------------------------	--------------------------------------------------------------------

*cc: Cohen & Berfield, P.C., 1129 20th St., N.W., #507, Wash., DC 20036

Section II - LEGAL QUALIFICATIONS

Name of Applicant

GLENDAL E BROADCASTING COMPANY

1. Applicant is (check one box below)

☐ Individual

☐ General partnership

☒ For-profit corporation

☐ Other

☐ Limited partnership

☐ Not-for-profit corporation

2. If the applicant is an unincorporated association or a legal entity other than an individual, partnership, or corporation, describe in an Exhibit the nature of the application.

Exhibit No.
N/A

NOTE: The terms "applicant," "parties to this application," and "non-party equity owners in the applicant" are defined in the instructions for Section II of this form. Complete information as to each "party to this application" and each "non-party equity owner in the applicant" is required. If the applicant considers that to furnish complete information would pose an unreasonable burden, it may request that the Commission waive the strict terms of this requirement with appropriate justification.

3. If the applicant is not an individual, provide the date and place of filing of the applicant's enabling charter (e.g., a limited partnership must identify its certificate of limited partnership and a corporation must identify its articles of incorporation by date and place of filing):

Date December 13, 1991

Place Wilmington, Delaware

In the event there is no requirement that the enabling charter be filed with the state, the applicant shall include the enabling charter in the applicant's public inspection file. If, in the case of a partnership, the enabling charter does not include the partnership agreement itself, the applicant shall include a copy of the agreement in the applicant's public inspection file.

Section II - LEGAL QUALIFICATIONS (Page 2)

8. List the applicant, parties to the application and non-party equity owners in the applicant. Use one column for each individual or entity. Attach additional pages if necessary.

(Read carefully - The numbered items below refer to line numbers in the following table.)

1. Name and residence of the applicant and, if applicable, its officers, directors, stockholders, or partners (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List the applicant first, officers next, then directors and, thereafter, remaining stockholders and partners.
2. Citizenship.
3. Office or directorship held.
4. Number of shares or nature of partnership interests.
5. Number of votes.
6. Percentage of votes.
7. Other existing attributable interests in any broadcast station, including the nature and size of such interests.
8. All other ownership interests of 5% or more (whether or not attributable), as well as any corporate officership or directorship, in broadcast, cable, or newspaper entities in the same market or with overlapping signals in the same broadcast service, as described in 47 C.F.R. Section 73.3555 and 73.501, including the nature and size of such interests and the positions held.

1.	Glendale Broadcasting Company 469 E. North Street Carlisle, PA 17013	George F. Gardner 500 Glendale Street Carlisle, PA 17013	Mary Anne Adams 901 Hillside Drive Carlisle, PA 17013
2.	N/A	USA	USA
3.	N/A	President, Director Treasurer, Secretary	Vice President, Assistant Secretary, Asst. Treasurer, Director
4.	100/\$10 Par	51/\$10 Par	49/\$10 Par
5.	100	51	49
6.	N/A	51	49
7.	N/A	See Exhibit 2	See Exhibit 2
8.	N/A	N/A	N/A

Section II - LEGAL QUALIFICATIONS (Page 3)

7. Does the applicant, any party to the application or any non-party equity owner in the applicant

Section 11 - LEGAL QUALIFICATIONS (Page 4)

CITIZENSHIP AND OTHER STATUTORY REQUIREMENTS

11. (a) Is the applicant in violation of the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments? (See instruction C to Section 11.)

☐ Yes ☒ No

- (b) Will any funds, credits or other financial assistance for the construction, purchase or operation of the station(s) be provided by aliens, foreign entities, domestic entities controlled by aliens, or their agents?

☐ Yes ☒ No

If the answer to (b) above is Yes, attach an Exhibit giving full disclosure concerning this assistance.
N/A

Exhibit No.

12. (a) Has an adverse finding been made or an adverse final action been taken by any court or administrative body as to the applicant, any party to this application, or any non-party equity owner in the applicant in a civil or criminal proceeding brought under the provisions of any law related to the following:

Any felony; broadcast related antitrust or unfair competition; criminal fraud or fraud before another governmental unit; or discrimination?

☐ Yes ☒ No

- (b) Is there now pending in any court or administrative body any proceeding involving any of the matters referred to in (a) above?

☐ Yes ☒ No

If the answer to (a) and/or (b) above is Yes, attach an Exhibit giving full disclosure concerning persons and matters involved, including an identification of the court or administrative body and the proceeding (by dates and file numbers), a statement of the facts upon which the proceeding is or was based or the nature of the offense alleged or committed, and a description of the current status or disposition of the matter.
N/A

Exhibit No.

SECTION III - FINANCIAL QUALIFICATIONS

NOTE: If this application is for a change in an operating facility do not fill out this section.

1. The applicant certifies that sufficient net liquid assets are on hand or that sufficient funds are available from committed sources to construct and operate the requested facilities for three months without revenue.

☒ Yes ☐ No

2. State the total funds you estimate are necessary to construct and operate the requested facility for three months without revenue.

\$ 2,169,816

3. Identify each source of funds, including the name, address, and telephone number of the source (and a contact person if the source is an entity), the relationship (if any) of the source to the applicant, and the amount of funds to be supplied by each source.

Source of Funds (Name and Address)	Telephone Number	Relationship	Amount
George F. Gardner 500 Glendale Street Carlisle, PA 17013	717-245-2723	Shareholder, Officer and Director	\$ 2,169,816
The Firestone Company 3932 Oxford Lane San Bernardino, CA 92404	714-882-3045	Equipment Lessor	\$1,156,400
SEE EXHIBIT 4			

Section IV-A - PROGRAM SERVICE STATEMENT

Attach as an Exhibit, a brief description, in narrative form, of the planned programming service relating to the issues of public concern facing the proposed service area.

Exhibit No.

5

Section IV-B - INTEGRATION STATEMENT

Attach as an Exhibit the information required in 1. and 2. below.

N/A

Exhibit No.

1. List each principal of the applicant who, in the event of a grant of the application on a comparative basis proposes to participate in the management of the proposed facility and, with respect to each such principal, state whether he or she will work full-time (minimum 40 hours per week) or part-time (minimum 20 hours per week) and briefly describe the proposed position and duties.
2. State with respect to each principal identified in response to Item 1. above, whether the applicant will claim qualitative credit for any of the following enhancement factors:
 - (a) Minority Status
 - (b) Past Local Residence
If Yes, specify whether in the community of license or service area and the corresponding dates.
 - (c) Female Status
 - (d) Broadcast Experience
If Yes, list each employer and position and corresponding dates.
 - (e) Daytime Preference

SECTION VI - EQUAL EMPLOYMENT OPPORTUNITY PROGRAM

1. Does the applicant propose to employ five or more full-time employees?

☒ Yes ☐ No

If Yes, the applicant must include an EEO program called for in the separate Broadcast Equal Employment Opportunity Program Report (FCC 898-A).

SECTION VII - CERTIFICATIONS

1. Has or will the applicant comply with the public notice requirement of 47 C.F.R. Section 73.3580?

☒ Yes ☐ No

2. Has the applicant reasonable assurance, in good faith, that the site or structure proposed in Section V of this form, as the location of its transmitting antenna, will be available to the applicant for the applicant's intended purpose?

☒ Yes ☐ No

Exhibit No.

If No, attach as an Exhibit, a full explanation.

3. If reasonable assurance is not based on applicant's ownership of the proposed site or structure, applicant certifies that it has obtained such reasonable assurance by contacting the owner or person possessing control of the site or structure.

Name of Person Contacted

James L. Sorensen

Telephone No. (include area code)

305-621-8107

Person contacted: (check one box below)

☐ Owner

☒ Owner's Agent

☐ Other (specify)

The APPLICANT hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

The APPLICANT acknowledges that all the statements made in this application and attached exhibits are considered material representations, and that all exhibits are a material part hereof and incorporated herein.

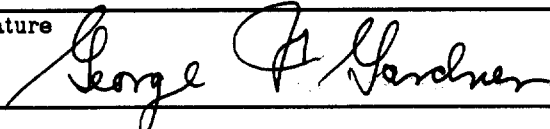
The APPLICANT represents that this application is not filed for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. Section 1.605, the APPLICANT has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

SECTION VII - CERTIFICATION (Page 5)

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.
U.S. CODE, TITLE 18, SECTION 1001.

I certify that the statements in this application are true and correct to the best of my knowledge and belief, and are made in good faith.

Name of Applicant GLENDALE BROADCASTING COMPANY	Signature 
Date 12 / 24 / 91	Title President

FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to determine if the benefit requested is consistent with the public interest. The staff, consisting variously of attorneys, analysts, engineers and applications examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to obtain the requested authority.

Public reporting burden for this collection of information is estimated to vary from 71 hours 45 minutes to 301 hours 30 minutes with an average of 118 hours 28 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, can be sent to the Federal Communications Commission, Office of Managing Director, Washington, D.C. 20554, and to the Office of Management and Budget, Paperwork Reduction Project (3060-0027), Washington, D.C. 20503.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552a(e)(3), AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

**BROADCAST EQUAL EMPLOYMENT OPPORTUNITY
MODEL PROGRAM REPORT**

1. APPLICANT

Name of Applicant GLENDAL E BROADCASTING COMPANY	Address P.O. Box 38 Carlisle, PA 17013
Telephone Number (include area code) (717) 245-2723	

GUIDELINES TO THE MODEL EEO PROGRAM

The model EEO program adopted by the Commission for construction permit applicants, assignees and transferees contains five sections designed to assist the applicant in establishing an effective EEO program for its station. The specific elements which should be addressed are as follows:

I. GENERAL POLICY

The first section of the program should contain a statement by the applicant that it will afford equal employment opportunity in all personnel actions without regard to race, color, religion, national origin or sex, and that it has adopted an EEO program which is designed to fully utilize the skills of qualified minorities and women in the relevant available labor force.

II. RESPONSIBILITY FOR IMPLEMENTATION

This section calls for the name (if known) and title of the official who will be designated by the applicant to have responsibility for implementing the station's program.

III. POLICY DISSEMINATION

The purpose of this section is to disclose the manner in which the station's EEO policy will be communicated to employees and prospective employees. The applicant's program should indicate whether it: (a) intends to utilize an employment application form which contains a notice informing job applicants that discrimination is prohibited and that persons who believe that they have been discriminated against may notify appropriate governmental agencies; (b) will post a notice which informs job applicants and employees that the applicant is an equal opportunity employer and that they may notify appropriate governmental authorities if they

- ☒ The station's employment application form will contain a notice informing prospective employees that discrimination because of race, color, religion, national origin or sex is prohibited and that they may notify the appropriate local, State or Federal agency if they believe they have been the victims of discrimination.
- ☒ Appropriate notices will be posted informing applicants and employees that the station is an Equal Opportunity Employer and of their right to notify an appropriate local, State or Federal agency if they believe they have been the victims of discrimination.
- ☒ We will seek the cooperation of unions; if represented at the station, to help implement our EEO program and all union contracts will contain a nondiscrimination clause.
- ☐ Other (specify)

IV. RECRUITMENT

To ensure nondiscrimination in relation to minorities and women, and to foster their full consideration whenever job vacancies occur, we propose to utilize the following recruitment procedures:

- ☒ We will contact a variety of minority and women's organizations to encourage the referral of qualified minority and women applicants whenever job vacancies occur. Examples of organizations we intend to contact are:

National Organization for Women
Hispanic Coalition
Haitian Catholic Center
Miami - Dade Branch NAACP - Communications Committee
Spanish American League Against Discrimination

- ☒ In addition to the organizations noted above, which specialize in minority and women candidates, we will deal only with employment agencies including State employment agencies which refer job candidates without regard to their race

V. TRAINING



Station resources and/or needs will be such that we will be unable or do not choose to institute programs for upgrading the skills of employees.



We will provide on-the-job training to upgrade the skills of employees.



We will provide assistance to students, schools, or colleges in programs designed to enable qualified minorities and women to compete in the broadcast employment market on an equitable basis:

School or Other Beneficiary

Proposed Form of Assistance



Other (specify)

FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACT

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to determine if the application requested is consistent with the public interest. The staff, consisting variously of attorneys, analysts, engineers, and applications examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information requested is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to obtain the requested authority.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552(a)(3) AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3607.

**STOCKHOLDERS AGREEMENT
OF
GLENDALE BROADCASTING COMPANY
(a Close Corporation)**

By this Stockholders Agreement (the "Agreement") of **GLENDALE BROADCASTING COMPANY**, dated as of December 6, 1991, George F. Gardner and Mary Anne Adams (the "stockholders"), now agree as follows:

1. Company. The parties have agreed to form a Delaware close corporation pursuant to Section 341 et seq. of the Delaware Corporation Law. These provisions shall govern the rights and liabilities of the Company, except as otherwise stated herein, or in the Company's By-Laws, or Certificate of Incorporation.

2. Name. The name of the Company is Glendale Broadcasting Company.

3. Purpose. The Company is being formed for the purpose of prosecuting an application before the Federal Communications Commission for a construction permit for a TV broadcast station to operate on Channel 45 at Miami, Florida, for constructing and operating a TV station on that frequency, and to do any and all other things determined by the stockholders to be necessary, desirable or incidental to the foregoing primary purpose, and to engage in such activities incidental or auxiliary thereto as the stockholders may deem advisable.

4. Place of Business. The initial principal office and place of business of the Company shall be located at 469 E. North, Carlisle, PA 17013. The

Company's registered agent in Delaware and an authorized agent for service of process is the Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware.

5. Dissolution. The Company may be dissolved and terminated if stockholders holding in the aggregate 51% of the common voting stock of the Company so agree.

6. Directors. The stockholders agree that George F. Gardner and Mary Anne Adams shall be the initial directors.

this sum to Gardner, plus 9% interest, promptly upon the organization of the Company.

Gardner will loan to the Company up to \$350,000 for purposes of prosecuting the application for operation on Channel 45. The sum will be dispersed as determined by the Company's Board of Directors.

10. Financing the Construction and Initial Operation of the Station. The stockholders acknowledge that the Company may be securing a letter from a financial institution in connection with the construction and operation of the Company's proposed TV station Channel 45 in Miami. In that event each stockholder agrees to personally guarantee any loan made by the financial institution to the Company, if this is required by the financial institution. If the Company does not finance the construction and operation of the television station by securing a letter from a financial institution, Gardner agrees to loan the required funds to the Company. The terms of the loan will be determined whenever the funds are needed.

12. Distribution of Profits. The net profits derived from the operation of the Company property shall be distributed among the stockholders in proportion to their equity interests. Before making any actual distribution, the Directors shall set aside from the income of the Company adequate reserves to meet

reasonably anticipated replacement, repair, and emergency needs of the corporate property.

13. Transfers and Restrictions on Transfers of Shares.

(a) The stockholder, or his personal representative, who intends to sell, assign or otherwise transfer all or any portion of his capital interest in the Company or his interest in the Company's profits, losses, net gains and distributions, for cash or other consideration, shall first notify the other stockholders and the Company in writing of such proposed sale, assignment or other transfer, setting forth the name of the proposed assignee and the price and other terms of the proposed sale, assignment or other transfer.

The stockholders shall have ten (10) days after receiving said notice within which to elect to purchase such interest. If any stockholder elects to purchase such interest, the stockholder so electing shall purchase

that amount of the interest to be sold as the electing stockholder shall specify in writing to the Company within the ten (10) day period.

stockholder shall have the right to complete the sale, transfer or assignment to the assignee named and at the price and other terms set forth in the written notice, within six (6) months after giving such notice. If the sale is not consummated as aforesaid, the selling stockholder shall make a sale, assignment or transfer only in conformity with this Section.

Notwithstanding anything else contained in this subsection (a), the stockholder, or his representative,

consent of the Federal Communications Commission, if required by the statutes, rules or regulations of that agency.

15. Books and Records. At all times during the existence and continuance of this Company, the treasurer or assistant treasurer shall keep or cause to be kept true and accurate books of account at the principal office of the Company. Such books of account shall be maintained in accordance with the income tax accounting methods used by the Company and in accordance with Delaware law.

16. Bank Accounts. The treasurer or assistant treasurer shall open and maintain a bank account or accounts in which there shall be deposited corporate funds and the Company shall use such funds solely for its business. Withdrawals from any such corporate bank account shall be made only upon the signature of the treasurer or assistant treasurer or any additional person or persons as the Directors may, from time to time, designate.

17. Notices. The address of each of the stockholders for all purposes shall be as set forth in Section 8 above or in any notice of a change of address submitted in writing to the Company.

18. Amendments. All amendments of this Agreement must be approved and signed by stockholders holding in

the aggregate 51% of the ownership interests of the Company.

19. Miscellaneous.

a. This Agreement may be signed in counterparts and shall have the same force and effect as if all parties executed one document.

b. Except as otherwise set forth herein this Agreement shall be binding upon and shall inure to the benefit of the stockholders, their estates, heirs, personal representatives, successors, and assigns.

c. This Agreement and all amendments thereto shall be governed by the laws of the State of Delaware.

20. The parties desire and intend that this Stockholder Agreement fulfill all requirements of the Federal Communications Commission (FCC) for any ownership, comparative, or other purpose. Accordingly, it is intended that this Agreement be construed to meet all such FCC requirements, and that said requirements shall supercede any provision herein deemed to be inconsistent therewith or which impair in any way said FCC requirements.

IN WITNESS WHEREOF, the parties have executed this
Stockholders' Agreement as of the date first above
written.

George F. Gardner
George F. Gardner

December 11, 1991
Date

Mary Anne Adams
Mary Anne Adams

December 11, 1991
Date